

BYLAWS

WESTSIDE LUTHERAN SCHOOL ASSOCIATION, INC.

ARTICLE I

PURPOSE

The Westside Lutheran School Association desires to serve the Lord and its member congregations through a program of nurture and mission outreach to the community with a program of quality Christian education in harmony with the Scriptures and Lutheran Confessions.

This education must:

Build on the solid foundation of the Bible as the Word of God,

Develop the whole child in a healthy environment with emphasis on a strong relationship with Jesus Christ,

Prepare student for higher education, career and a life of Obedience to God.

The congregations of this association are committed to helping children “grow in the grace and knowledge of our Lord and Savior, Jesus Christ.”

ARTICLE II

MEMBERSHIP

Section I – Congregational Membership

Any Missouri Synod Lutheran congregation acknowledging the Scriptures of the Old and New Testament as the written Word of God and the Symbols found in the Book of Concord as true exposition of Christian doctrine desiring to be a member of the Westside Lutheran School Association shall:

- A. Adopt a resolution to that effect
- B. Select delegates in the manner prescribed by these Bylaws; Make formal application to the secretary of the Association
- C. Contribute an annual sum as determined and published
- D. Support the programs of the Association

ARTICLE III

ASSEMBLY OF CONGREGATIONAL DELEGATES

Section 1 – Delegates

Each congregation holding membership in this Association shall annually select from its midst up to 6 delegates. All delegates shall be members in good standing at their local congregation. A congregation may choose to select a pastor, a Director of Christian Education, or lay persons as members of its delegation. Delegates may not be a member of the faculty of employee of the Association.

Section 2 – Voting Franchise

At any meeting of the Association, each delegate present shall be entitled to one vote.

Section 3 – Responsibilities of Delegates

Delegates shall be responsible for keeping their congregations informed about the activities and progress of the Association, serve as liaison between the congregation and the Association, actively participate in the recruitment of students, and foster financial support for the Association.

Section 4 – Regular Meetings

Elections of the Board of Directors shall occur at the annual meeting normally held in June. Delegates shall be notified of the annual meeting 30 days prior to the meeting.

Section 5 – Special Meetings

Special Meetings of the Association may be called by the Board of Directors or at the written request of 1/3 of the Congregational Membership. Delegates shall be notified of the special meeting and its purpose at least ten days prior to the date of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 – Membership

The Board of Directors shall:

- A. Consist of 12 person, one of which may be a non-Lutheran parent of a current student
- B. Be members in good standing of Association congregations
- C. Consist of no more than 50% full-time rostered church workers
- D. Consist of no more than 3 members of a single association church
- E. Not be a member or the spouse of faculty, the professional staff or an employee of the Association

Section 2 – Term of Office

The board members elected shall hold office for a term of two years. No board member shall be elected for more than three consecutive terms. If the board member is unable to attend more than 3 consecutive monthly meetings, the chair may appoint a replacement.

Section 3 – Vacancies

Any vacancy occurring on the Board between elections shall be filled by an appointee of the Board. The appointee shall meet the membership criteria of Article IV, Section 1 and shall hold office for the remainder of the full unexpired term. The Board will attempt to achieve representation from all association churches.

Section 4 – Election of Officers

After each annual election, the Board of Directors shall organize and elect from its midst the following officers: Chair, Vice-Chair and Secretary

Section 5 – Powers

The Board of Directors shall be empowered:

- A. To conduct, manage and administer the affairs of the Association; to hold all monies and property, real, personal, and mixed, however acquired, and shall use, manage and conduct the same under the direction and for the use and benefit of this organization; to accept or reject gifts, grants, bequests, legacies and devises; at the direction of the Association to acquire, sell transfer and convey, mortgage, and pledge all real and personal property for the Association; to provide proper bond for the officials who are charged with the handling of the funds of the Association; to provide for the financial needs of the Association and administer its funds; to determine and publish a budget, tuition rates, and various membership fees annually or as changes are made; to appoint such additional officers and committees as may from time to time be deemed necessary;
- B. To supervise the activities of the school; to determine and to ratify educational and academic policies of the school
- C. To report its actions at each regular meeting of the Association; to prepare the agenda for each meeting of the Association
- D. To call, employ, appoint and/or dismiss the professional staff
- E. To appoint, as the need arises, special ad hoc committees and standing committees.

Section 6 – Meetings

Regular meetings of the Board of Directors shall be held monthly. The place, day and hour of such meetings shall be established by the Board.

Special meetings of the Board may be called by the chairman or upon written request of 4 members of the Board. Notices of such special meetings shall be duly given by a member of the executive committee, in writing or by email, announcing the purpose of the meeting.

Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if they consent in writing (including email), setting forth the action so taken and affirmed in the next regular board meeting.

ARTICLE V

LIMITATION OF BOARD POWER

This Association limits and restricts the powers of the Board of Directors by reserving to itself the right to approve or disapprove the incurring of any extraordinary liability and expenditure.

ARTICLE VI

DUTIES OF OFFICERS

Section 1 – Chair

The duties of the chair shall be:

- A. To preside at all meetings of the Board of Directors and at all meeting of the Association
- B. To send an agenda to board members prior to regular meetings.
- C. To serve at the direction of the Board in capacities that may be determined from time to time

- D. To sign and acknowledge all deeds and instruments for the transfer, conveyance, and assignment of the property belonging to said Association, and all instruments, contracts and papers necessary or convenient in this transaction of the business and affairs of this Association.

Section 2 – Vice-Chair

The duties of the Vice-Chair shall be:

- A. To act in the capacity of the Chair in the latter's absence or disability
- B. To Chair the annual nominating committee

Section 3 – Secretary

The duties of the Secretary shall be;

- A. To keep an accurate record of the minutes of all meetings of the Association and the Board of Directors.
- B. To carry on such correspondence as directed by the Association and the Board

Section 4 – Executive Committee

The above named officers shall serve as an executive committee at the direction of the Board. The executive committee shall have members from at least 2 Association churches

Section 5 – Treasurer

The Treasurer is appointed annually by the board and his/her term is not restricted by a term limit. The treasurer is not required to be a board member. If the Treasurer is not an elected board member, he/she will be an ex-officio member of the board. The duties shall be:

- A. To manage the funds of the organization as directed by the Board of Directors
- B. Ensure that adequate controls are present and reviewed periodically and are in compliance with basic accounting principles.
- C. To make periodic reports to the Board of Directors
- D. To submit the records every 5 years for audit by a Certified Public Accountant or at the discretion of the Board.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1 – Nominating Committee

The Vice-Chair shall announce at least 30 days in advance of the annual meeting, what positions on the Board of Directors are to be filled and shall, at the same time, appoint and instruct a nominating committee.

Section 2 – Slate of Candidates

It shall be the duty of the nominating committee to prepare a slate, designating for each position candidates who have indicated their willingness to serve. Multiple candidates for each vacant position will be sought. The slate will be presented to the delegates of the annual meeting.

Section 3 – Qualifications of Nominees

Any person nominated for the Board of Directors shall be a communicant member in good standing of an Association congregation with the exception of the non-Lutheran parent of a current student.

Section 4 – Election

The election of the members of the Board of Directors shall be by ballot distributed to delegates or their alternates. A majority of all votes cast shall decide an election.

ARTICLE VII

QUORUM, RULES AND AMENDMENTS

A majority (50% or more) of delegates must be present at any regular or special meeting of the Association to constitute a quorum. A majority (50% or more) of the membership of the Board of Directors shall constitute a quorum at any Board meeting.

Robert Rules of Order shall regulate and govern the procedure for all Board and Association meetings.

Amendments to these By-laws may be enacted by a two-thirds affirmative vote of the members of the Board, provided that a notice of the proposed amendment shall have been included in the notice of the meeting or shall have been read at the prior meeting of the Board.

ARTICLE IX

FINANCIAL OBLIGATIONS

If the member congregation finds it impossible because of unique circumstances to meet its financial obligation, the Board of Directors shall enter into negotiations with the congregation in order to arrive at a God-pleasing resolution of the difficulty, even to the extent of a temporary reduction of the assessment.

ARTICLE X

THE PRINCIPAL

The Principal shall be engaged by and be subject to the authority of the Board of Directors. The Principal shall be required to attend all Board and Association meetings unless excused by the Board of Directors and shall be an ex-officio member of all committees of the Board.

ARTICLE XI

CORPORATE SEAL

The corporate seal of the corporation shall have the following inscription:
Westside Lutheran School Association, Inc.

ARTICLE XII

DISSOLUTION

In case of division or schism in the membership resulting in an actual separation, all property of the corporation shall be retained by that group which remains true to the aim as

defined in Article III of the Articles of Incorporations and continues to hold membership in the Lutheran Church-Missouri Synod. Article VII of the Articles of Incorporation shall be followed in the event of total dissolution with the proceeds of the sale of all property owned by the Association be given to the Northwest District of the Lutheran Church-Missouri Synod with the recommendation that said proceeds be held for a parochial day school in the greater Portland area. Host congregations shall retain their own property.